

RECORDATION NO. 21895 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.

DEC 23 '98 10-50AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 23 10 47 AM '98

December 22, 1998

RECORDATION NO. 21895-A FILED
DEC 23 '98 10-50AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Rail Car Lease Agreement, dated as of December 1, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and 3 copies of a Memorandum of Trust Indenture, Assignment of Lease and Security Agreement, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement

Lessor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Lessee: Mobil Oil Corporation
3255 Gallows Road
Fairfax, Virginia

Counterpart

Mr. Vernon A. Williams
December 22, 1998
Page 2

Trust Indenture

Debtor: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: The First National Bank of Maryland
25 South Maryland Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

481 railcars bearing MBLX reporting marks and road numbers set forth on
the Schedule attached hereto

Also enclosed is a check in the amount of \$52.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

<u>Manufacturer</u>	<u>Model</u>	<u>Road Numbers</u>
Trinity Industries, Inc.	AAR 211A100W1 multi compartment tank car	MBLX 3811
Union Tank Car Company	BD 30-110-28 DOT 111A100W1	MBLX 28298 through MBLX 28328 inclusive.
ACF Industries, Inc.	CF 6201 Center Flow	MBLX 53805 through MBLX 54129 inclusive.
Trinity Industries, Inc.	AAR Class 211A100W1 tank car	MBLX 28329 through MBLX 28341 inclusive; MBLX 28343 through MBLX 28453 inclusive.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

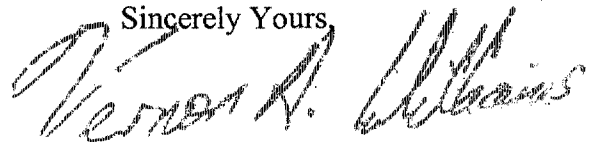
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/23/98 at 10:50AM, and

assigned recordation number(s). 21895, 21895-A, 21624-K, 21624-L and 21624-M.

Sincerely Yours,



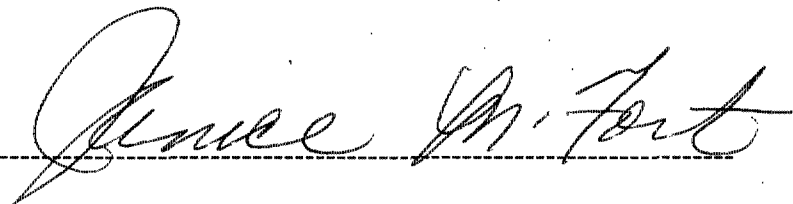
Vernon A. Williams

Enclosure(s)

130.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-_____



RECORDATION NO. 21895 FILED

DEC 23 '98

10-50 AM

EXECUTION COPY

**MEMORANDUM OF RAIL CAR
LEASE AGREEMENT**

MEMORANDUM OF RAIL CAR LEASE AGREEMENT dated as of December 1, 1998 between First Security Bank, National Association (not in its individual capacity, but solely as Owner Trustee, the "Lessor"), a national banking association having a place of business at 79 South Main Street, Salt Lake City, Utah, 84111 USA and MOBIL OIL CORPORATION (the "Lessee"), a New York corporation having a place of business at 3255 Gallows Road, Fairfax, Virginia USA.

WHEREAS, the Lessor and the Lessee have entered into that certain Rail Car Lease Agreement dated as of December 1, 1998 as supplemented by Lease Supplement No. 1 (together with any amendments or other supplements thereto, the "Lease") covering the rolling stock equipment described in Schedule 1 hereto (the "Equipment"); and

WHEREAS, the parties wish to show for the public record the ownership of the Equipment by the Lessor, and the leasehold interest in the Equipment of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rail Car Lease Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

LESSOR:

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual
capacity, but solely as Owner Trustee

By Rebin Madsen
Title: Assistant Trust Officer

LESSEE:

MOBIL OIL CORPORATION

By: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rail Car Lease Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

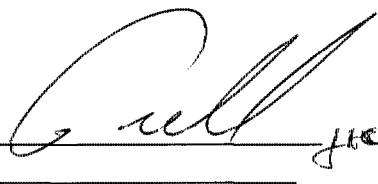
LESSOR:

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual
capacity, but solely as Owner Trustee

By _____
Title: _____

LESSEE:

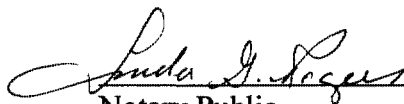
MOBIL OIL CORPORATION

By:  _____
Title: _____

STATE OF **VIRGINIA**)
) ss.:
COUNTY OF **FAIRFAX**)

On this _____ day of December, 1998, personally appeared before me,
J. J. Scelfo, who being by me duly sworn, did say that (s)he is a
ASST. TREASURER of MOBIL OIL CORPORATION, a New York corporation, that the
foregoing instrument was signed and sealed on behalf of said corporation by authority of its
Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

(SEAL)



Notary Public
My Commissioner Expires: Jan. 31, 1999

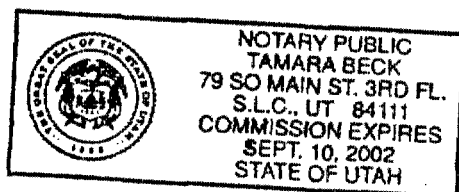
Linda Rogers, Notary Public
Commonwealth of Virginia
My Commission expires January 31, 1999

STATE OF Utah)
) ss.:
COUNTY OF Salt Lake)

On this _____ day of December, 1998, personally appeared before me,
DeAnn Madsen, who being by me duly sworn, did say that (s)he is
Assistant Trust officer of FIRST SECURITY BANK, NATIONAL ASSOCIATION, a
national banking association, that the foregoing instrument was signed and sealed on behalf of
said national banking association by authority of its Board of Directors, and (s)he acknowledged
that the execution of the foregoing instrument was the free act and deed of said national banking
association.

(SEAL)

Tamara Beck
Notary Public
My Commissioner Expires:



RECEIVED
JAN 27 1968
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535



SCHEDULE 1 TO MEMORANDUM OF RAIL CAR LEASE AGREEMENT
Four Hundred Eighty-One (481) rail cars, identified as follows:

<u>Manufacturer</u>	<u>Model</u>	<u>Road Numbers</u>
Trinity Industries, Inc.	AAR 211A100W1 multi compartment tank car	MBLX 3811
Union Tank Car Company	BD 30-110-28 DOT 111A100W1	MBLX 28298 through MBLX 28328 inclusive.
ACF Industries, Inc.	CF 6201 Center Flow	MBLX 53805 through MBLX 54129 inclusive.
Trinity Industries, Inc.	AAR Class 211A100W1 tank car	MBLX 28329 through MBLX 28341 inclusive; MBLX 28343 through MBLX 28453 inclusive.

together with all appliances, components, parts, instruments, appurtenances, accessories, furnishings and other equipment of whatever nature, which may now or from time to time be incorporated or installed in or attached thereto owned by the Lessee (the "Equipment"), and including, in each case, all proceeds of any and all properties described above, including without limitation, insurance proceeds from any loss or damage to the Equipment and proceeds of any kind whatsoever with respect to the Equipment.

P